EXHIBIT A

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IN THE UNITED STATES DISTRICT COURT

FOR THE NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

THE FACEBOOK, INC.,	)	C-07-01389-JW
PLAINTIFF,	)	JULY 2, 2008
V.	)	
CONNECTU, LLC, ET AL.,	)	PAGES 1-73
DEFENDANTS.	)	

COPY

THE PROCEEDINGS WERE HELD BEFORE

THE HONORABLE UNITED STATES DISTRICT

JUDGE JAMES WARE

A P P E A R A N C E S:

FOR THE PLAINTIFF: ORRICK, HERRINGTON & SUTCLIFFE
BY: I. NEEL CHATTERJEE
THERESA A. SUTTON
YVONNE GREER
1000 MARSH ROAD
MENLO PARK, CALIFORNIA 94025

FOR THE DEFENDANTS: BOIES, SCHILLER & FLEXNER
BY: DAVID A. BARRETT
EVAN ANDREW PARKE
D. MICHAEL UNDERHILL
575 LEXINGTON AVENUE
7TH FLOOR
NEW YORK, NEW YORK 10022

(APPEARANCES CONTINUED ON THE NEXT PAGE.)

OFFICIAL COURT REPORTER: IRENE RODRIGUEZ, CSR, CRR
CERTIFICATE NUMBER 8074

APPEARANCES: (CONT'D)

FOR THE DEFENDANTS:

FINNEGAN, HENDERSON,
FARABOW, GARRETT & DUNNER
BY: SCOTT R. MOSKO
STANFORD RESEARCH PARK
3300 HILLVIEW AVENUE
PALO ALTO, CALIFORNIA 94304

ALSO PRESENT:

HOLME, ROBERTS & OWEN
BY: ROGER MYERS
KATHERINE KEATING
560 MISSION STREET
25TH FLOOR
SAN FRANCISCO, CALIFORNIA
94105

QUINN, EMANUEL, URQUHART,
OLIVER & HEDGES
BY: BRUCE VAN DALSEM
RANDY GARTEISER
865 S. FIGUEROA STREET
10TH FLOOR
LOS ANGELES, CALIFORNIA
90017

HELLER EHRMAN
BY: ROBERT HAWK
MELYSSA E. MINAMOTO
275 MIDDLEFIELD ROAD
MENLO PARK, CALIFORNIA 94025

CNET NEWS
BY: GREG SANDOVAL
235 SECOND STREET
SAN FRANCISCO, CALIFORNIA
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WE'LL GO NOW TO THE OTHER MOTION THAT IS BEFORE THE COURT HAVING TO DO WITH THE ORDER TO SHOW CAUSE WHY A JUDGMENT SHOULD BE ENTERED OR NOT BE ENTERED AS THE CASE MAY BE.

AND WITH RESPECT TO THAT, I RECEIVED SUBMISSIONS FROM BOTH SIDES. I PRESUME THAT THE SUBMISSION BY THE DEFENDANTS CONNECTU AND OTHERS ARE SUBMITTED WITHOUT WAIVING YOUR OBJECTION TO MY ORDER IN THE FIRST PLACE.

MR. BARRETT: THAT IS CORRECT. THANK YOU. WE ARE, YOUR HONOR, AS YOU SAY, ADDRESSING THE FORM OF THE JUDGMENT AND WE RESERVE OUR RIGHTS TO CONTEST THE ORDER AND THE JUDGMENT AS MAY BE APPROPRIATE.

THE COURT: HERE'S WHAT I INTEND TO DO, AND MAYBE THAT WOULD BE FASTER TO HAVE YOU ADDRESS WHAT I INTEND TO DO AS OPPOSED TO WHAT YOU WOULD WANT ME TO DO.

I HAVE READ YOUR SUBMISSIONS. THEY ARE SUBSTANTIALLY THE SAME. AND SO THE FORM OF THE JUDGMENT I THINK COULD COMPLY WITH YOUR SUBMISSIONS.

THERE ARE A COUPLE OF ASPECTS OF IT THAT I WANT TO ADDRESS.

FIRST, IT WILL BE NECESSARY FOR SOME

INTERMEDIARY TO ACT IN A CAPACITY TO COLLECT INFORMATION AND MOVE THINGS AROUND AND TO DO CERTAIN THINGS TO CARRY OUT THE COURT'S JUDGMENT.

RATHER THAN ACCEPT THE SUBMISSION BY ONE OF THE PARTIES THAT A PARTY SELECT THAT PERSON AND PAY FOR THAT PROCESS, MY INTENT IS TO APPOINT A SPECIAL MASTER WHO WOULD BEHOLDEN TO THE COURT, TAKE DIRECTIONS FROM THE COURT AND NO ONE ELSE, WITH RESPECT TO A COLLECTION OF THE VARIOUS DEPOSITS MANDATED BY THE JUDGMENT AND WITH RESPECT TO ANY DISBURSEMENTS OR FILINGS THAT WOULD COME ALONG WITH THAT AND HAVE THE PARTIES PAY THE COST OF THAT PROCESS EQUALLY.

IT IS ALSO MY INTENT TO THEN HAVE THE JUDGMENT REQUIRE THE MASTER TO COLLECT THE VARIOUS CERTIFICATES OR CASH OR OTHER CONSIDERATION TO COLLECT RATHER THAN DEEM THAT THERE HAS BEEN RELEASES TO ACTUALLY COLLECT A SUBMISSION OF A RELEASE.

I DO INTEND TO PROVIDE THAT THAT RELEASE HAS TO BE SUBMITTED TO THE COURT FOR ITS APPROVAL AND THEN IT WOULD BE DEPOSITED WITH THE MASTER SO THAT WOULD LEAVE TO THE COURT AND NO ONE ELSE THE DETERMINATION AS TO WHETHER OR NOT THE RELEASE IS CONSISTENT WITH THE LANGUAGE OF THE SETTLEMENT

AGREEMENT WHICH PROVIDES AS BROAD AS POSSIBLE. I CAN'T RECALL THE EXACT WORDS.

I WOULD ALSO HAVE THE PARTIES SUBMIT A LEGALLY SUFFICIENT DISMISSAL OF ALL CASES AND THEN I WOULD MAKE SUBSEQUENT ORDERS WITH RESPECT TO THEN WHAT THE MASTER DOES WITH RESPECT TO THE EXCHANGE OF THOSE DOCUMENTS.

THERE IS A LEGEND WHICH WAS SUGGESTED BY ONE OF THE PARTIES WHICH WOULD BE PLACED ON STOCK CERTIFICATES AND SO I NEED TO HEAR FROM THE PARTIES WITH RESPECT TO WHETHER YOU HAVE ANY OBJECTION TO THE JUDGMENT AND INCORPORATING THAT LEGEND.

THERE IS A REQUEST IN THE VARIOUS SUBMISSIONS THAT THE COURT SPEAK TO VARIOUS ASSETS, PARTICULARLY WEB SITES AND THOSE TYPES OF THINGS. THERE WAS NOTHING ABOUT THAT IN THE SETTLEMENT AGREEMENT ITSELF, AND SO THE COURT IS DISPOSED TO LEAVE THAT TO MATTERS OF ORDINARY BUSINESS TRANSACTIONS THAT FOLLOW THE ENFORCEMENT OF THE SETTLEMENT AND THE EXCHANGES THAT ARE REQUIRED IN THE SETTLEMENT.

I AM CONCERNED THAT IN ORDER TO BE EFFECTIVE IN ITS ENFORCEMENT, THE COURT SHOULD IMPOSE ON THE PARTIES A REQUIREMENT THAT THEY NOT TAKE ANY ACTION WHICH WOULD INTERFERE WITH THE

ABILITY TO FULFILL THE TERMS OF THE AGREEMENT AND I DIDN'T KNOW HOW FAR TO GO WITH RESPECT TO THAT.

AND THEN THE COURT DOES INTEND TO RETAIN JURISDICTION TO ENFORCE THE JUDGMENT, AND I THINK THAT IS ALSO INHERENT IN THE AGREEMENT ITSELF TO RETAIN JURISDICTION GIVEN TO IT BY THE PARTIES TO ENFORCE THE TERMS OF THE AGREEMENT ITSELF.

ALL RIGHT. SO WITH THAT LET ME PAUSE AND SEE IF THE PARTIES WISH TO SPEAK FURTHER.

MR. CHATTERJEE: YOUR HONOR, IF I MAY. NEEL CHATTERJEE FOR FACEBOOK AND MARK ZUCKERBERG. WE ALSO DIDN'T DO APPEARANCES FOR THIS MOTION.

I SAW YOU MIGHT HAVE LOOKED COMPLEX AT THE GENTLEMAN STANDING RIGHT NEXT TO ME AND I THOUGHT IT MIGHT BE GOOD TO HAVE APPEARANCES.

MR. VAN DALSEM: BRUCE VAN DALSEM FROM QUINN EMANUEL. WE'RE LIEN CLAIMANT IN THE CASE.

THE COURT: I APPRECIATE THAT YOU ARE NOW IDENTIFYING YOURSELF. I DID NOT INTEND TO IN MY STATEMENT SAY ANYTHING ABOUT THE LIEN CLAIMANT THAT HAS COME TO MY ATTENTION.

SO FAR AS THE COURT IS KNOWLEDGEABLE, THERE HAS BEEN A NOTICE OF A LIEN THAT I HAVE SEEN, BUT I DON'T KNOW THE BONA FIDES OF IT. IT DOES SEEM TO ME THAT ANY EFFECT THAT THAT WOULD HAVE ON

MY JUDGMENT, IT HAS TO BE SOMEHOW ADJUDICATED IN SOME WAY, UNLESS THE PARTIES STIPULATE TO HOW TO HANDLE IT.

I DO INTEND THAT HAVING FILED IT, YOU MAY INTERJECT YOURSELF IN THE PROCESS SOMEHOW.

I HAVEN'T FIGURED OUT WHAT THAT IS FOR PURPOSES OF MAKING SURE THAT, THAT ANY, ANY -- THAT OUR DISBURSEMENTS ARE CONSISTENT WITH ANY CLAIM THAT YOUR CLIENT WOULD MAKE.

MR. VAN DALSEM: YOUR HONOR, IF THE COURT WOULD ENTERTAIN IT, I WOULD LIKE TO SPEAK TO THOSE ISSUES WHEN APPROPRIATE.

THE COURT: SURE, IN DUE COURSE. AND MAYBE THIS IS THE POINT, BUT I WANTED TO GIVE AT LEAST THE PARTIES TO THE LITIGATION AN OPPORTUNITY TO COMMENT ON THE FORM OF THE JUDGMENT I INTEND TO FILE.

MR. CHATTERJEE: THANK YOU, YOUR HONOR. AND THE ONE OTHER THING I JUST WANTED TO RAISE IS THAT I DID RECEIVE AN E-MAIL TWO DAYS AGO FROM THE FINNEGAN HENDERSON FIRM MAKING AN ASSERTION THAT THEY MAY ALSO FILE FOR A LIEN AGAINST ANY PROCEEDS IN THIS CASE. THEY HAVEN'T FILED ANYTHING WITH THE COURT, BUT IT'S OF CONCERN TO US BECAUSE FACEBOOK WANTS TO MAKE SURE THAT ONCE THEY HAVE GIVEN THE

CONSIDERATION, THERE IS NOTHING HANGING OUT THERE AND SOMEONE CAN TRY ASSERT AGAINST FACEBOOK AND THE OTHER INDIVIDUALS WHO ARE SETTLING IN THIS CASE.

PERHAPS -- I SEE MR. MOSKO STANDING UP. PERHAPS HE CAN ADDRESS THAT ISSUE.

THE COURT: COUNSEL.

MR. MOSKO: YES, SCOTT MOSKO, YOUR HONOR, REPRESENTATIVE OF ALL OF THE DEFENDANTS HERE AS WELL AS ONE OF THE PARTNERS AT FINNEGAN HENDERSON.

THE COURT SHOULD BE AWARE THAT, IN FACT, FINNEGAN HENDERSON HAS PERFECTED LIENS WITH RESPECT TO THIS MATTER.

FINNEGAN HENDERSON IS NOT TAKING THE SAME POSITION AS QUINN EMANUEL.

I UNDERSTAND THE COURT DOES NOT INTEND TO MAKE ANY REFERENCE TO THE LIENS IN THE JUDGMENT AND WITH RESPECT TO THAT FINNEGAN HENDERSON IS FINE.

WE INTEND TO WORK CLOSELY WITH OUR CLIENT AND BELIEVE THAT THAT MATTER WILL BE RESOLVED WITHOUT ANY KIND OF A REFERENCE TO THE LIENS IN THE JUDGMENT. AND WITH RESPECT TO THAT, I HAVE NOTHING MORE TO SAY.

MR. CHATTERJEE: SO, UM -- THANK YOU.

YOUR HONOR, AS TO THE ESCROW AGENT OR SPECIAL MASTER, WHICH I'LL ADDRESS -- IS THE POINT

I'LL ADDRESS FIRST.

THE STRUCTURE THAT WAS PUT IN PLACE, AT LEAST FROM FACEBOOK'S PERSPECTIVE AS FAR AS HAVING THIS SPECIAL MASTER ADMINISTER HOW TO RELEASE FUNDS OR STOCK AND HOW TO RELEASE OTHER KINDS OF CONSIDERATION IN THE TRANSACTION, WAS REALLY BECAUSE OF THE FACT THAT THERE WAS THIS NOTICE OF LIEN HANGING OUT THERE.

IT WAS REALLY TO MAKE SURE THAT THE SPECIAL MASTER OR WHOEVER THE NEUTRAL WAS THAT WAS HOLDING ON TO THE PROPERTY WAS -- HOLD ON TO IT ESSENTIALLY IN TRUST TO MAKE SURE THAT THE PROCEEDS WERE DISTRIBUTED ACCORDINGLY AND THAT FACEBOOK WOULD NO LONGER HAVE TO DEAL WITH ANY ISSUES ASSOCIATED WITH THIS NOTICE OF LIEN.

I THINK YOUR HONOR IS CORRECT, WE DON'T KNOW ANY OF THE PARTICULARS OF IT SO WE DON'T WANT TO HAVE AN UNKNOWN CLAIM AGAINST A COMPANY THAT WE BELIEVE WE NOW OWN HANGING OUT THERE AGAINST IT.

AND THEY FILED A NOTICE. WE HAVE TO PROTECT OUR INTEREST. BUT REALLY THE ESCROW PROPOSAL THAT BOTH PARTIES MADE AT LEAST FROM OUR PERSPECTIVE WAS TO DEAL WITH THAT ISSUE.

IF YOUR HONOR WERE TO RULE THAT FACEBOOK/CONNECTU, ONCE IT'S IN THE HANDS OF

FACEBOOK AND THE OTHER INDIVIDUALS WHO ARE ON OUR SIDE OF THE CASE WHO HAVE SETTLED OUT, DON'T REALLY HAVE ANY RESPONSIBILITIES AS TO THE NOTICE OF LIEN THAT HAS BEEN FILED, THAT ACTUALLY MAKES THE JUDGMENT CONSIDERABLY SIMPLER.

AND, AND IT'S -- FROM OUR PERSPECTIVE AT THAT POINT IT'S JUST A TIMING QUESTION AND WE BELIEVE THAT, THAT THEY SHOULD JUST BE ORDERED TO HAND US ALL OF THE STOCK TO THE COMPANY WITHIN 30 DAYS OF ENTRY OF JUDGMENT. WE DON'T NEED AN ESCROW AGENT AT ALL.

THERE IS KIND OF A LINGERING TIMING ISSUE, EVEN WERE A SPECIAL MASTER TO BE APPOINTED. IF A SPECIAL MASTER WERE TO BE APPOINTED, WE DO HAVE TO ANSWER THE QUESTION OF WHO IS GOING TO CONTINUE TO MAINTAIN THE CONNECTU BUSINESS FROM THE TIME OF ENTRY OF JUDGMENT UNTIL WHATEVER TIME THOSE PROCEEDS ARE DISTRIBUTED.

CONNECTU DOES HAVE A BUSINESS AND IT HAS A WEB SITE AND IT HAS OPERATING EXPENSES. I DON'T BELIEVE IT HAS EMPLOYEES, BUT IT CERTAINLY HAS PEOPLE DOING WORK ON ITS BEHALF.

ONE OF THE THINGS WE WERE TALKING ABOUT AS WE WERE TRYING TO WORK UP THE JUDGMENT ON OUR SIDE OF THE CASE IS THAT IF WE DON'T GET THE

COMPANY WITHIN A VERY SHORT TIME PERIOD AND WE HOLD ON -- OR A SPECIAL MASTER OR SOMEONE WERE TO HOLD ON TO IT THROUGH THE FINAL PIECES OF THE APPEALS OR THE FINAL COURT AND HOW IS THAT PIECE GOING TO BE MANAGED?

PERHAPS THE SPECIAL MASTER IS GOING TO DO IT. HOW IS THAT GOING TO BE FUNDED? AND THAT'S A DIFFICULT QUESTION IN OUR VIEW.

AND OUR PREFERENCE IS TO HONOR THE SETTLEMENT AGREEMENT AND WE GET CONTROL OF THE COMPANY THROUGH OWNING THE SHARES AND WE WILL CONTINUE TO OPERATE IT AND THE REST OF THE ASSETS OF THE COMPANY AS IS NECESSARY.

THE ISSUE OF COST FOR THE SPECIAL MASTER IS AN IMPORTANT ISSUE FROM OUR PERSPECTIVE BECAUSE, AGAIN, FROM OUR PERSPECTIVE THE ONLY REASON THAT A SPECIAL MASTER OR A COURT APPOINTED PERSON WOULD HAVE THIS KIND OF A ROLE WOULD REALLY BE BECAUSE OF A DISPUTE BETWEEN QUINN EMANUEL AND THE CONNECTU FOUNDERS.

WE REALLY AREN'T INVOLVED IN THAT, AND WE DON'T THINK WE SHOULD HAVE TO PAY FOR A FIGHT BETWEEN THOSE PARTIES.

THE COURT: WELL, I DON'T AGREE THAT'S THE ONLY REASON. THE REASON THAT I'M CONTEMPLATING

CERTIFICATE OF REPORTER

I, THE UNDERSIGNED OFFICIAL COURT REPORTER OF THE UNITED STATES DISTRICT COURT FOR THE NORTHERN DISTRICT OF CALIFORNIA, 280 SOUTH FIRST STREET, SAN JOSE, CALIFORNIA, DO HEREBY CERTIFY:

THAT THE FOREGOING TRANSCRIPT, CERTIFICATE, INCLUSIVE, CONSTITUTED A TRUE, FULL AND CORRECT TRANSCRIPT OF MY SHORTHAND NOTES TAKEN AS SUCH OFFICIAL COURT REPORTER OF THE PROCEEDINGS HEREINBEFORE ENTITLED AND REDUCED BY COMPUTER-AIDED TRANSCRIPTION TO THE BEST OF MY ABILITY.

Irene Rodriguez

IRENE RODRIGUEZ, CSR, CRR
CERTIFICATE NUMBER CSR 8074